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18 [Proposed] Counsel for Debtor

19 Electronically Filed February 10, 2023

20 UNITED STATES BANKRUPTCY COURT

21 DISTRICT OF NEVADA

22 In re

23 Case No. BK-23-10423-MKN

24 CASH CLOUD, INC.,
25 dba COIN CLOUD

26 Chapter 11

27 Debtor.

28 **DECLARATION OF CHRISTOPHER
ANDREW MCALARY IN SUPPORT OF
DEBTOR'S MOTION FOR ENTRY OF
ORDER APPROVING REJECTION OF
EXECUTORY CONTRACT WITH B.
RILEY SECURITIES, INC. PURSUANT
TO 11 U.S.C. § 365(a)**

29 Hearing Date: March 15, 2023

30 Hearing Time: 9:30 a.m.

31 I, Christopher Andrew McAlary, declare as follows:

32 1. I am the Chief Executive Officer ("CEO") of Cash Cloud, Inc. dba Coin Cloud (the
33 "Debtor" or "Cash Cloud"), debtor and debtor in possession in the above captioned chapter 11 case
34 (the "Chapter 11 Case").

35 2. Except as otherwise indicated herein, this Declaration is based upon my personal
36 knowledge. I am over the age of 18 and am mentally competent. If called upon to testify, I would

testify competently to the facts set forth in this Declaration.

3. On February 7, 2023 (the “Petition Date”), the Debtor initiated its Chapter 11 Case by filing a voluntary petition for relief under chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

4. The Debtor intends to operate its business and manage its properties as debtor-in-possession under section 1107(a) and 1108 of the Bankruptcy Code.

5. I am advised by counsel that this Court has jurisdiction over this Chapter 11 Case pursuant to 28 U.S.C. §§ 157 and 1334 and venue is proper in this United States Bankruptcy Court for the District of Nevada pursuant to 28 U.S.C. §§ 1408 and 1409.

6. Prepetition, on or about September 21, 2022, the Debtor entered into an agreement with B. Riley Securities, Inc. (“B.Riley”). Under this agreement (the “B.Riley Agreement”), B. Riley was engaged to provide financial advisory services to the Debtor relating to a financing transaction, sale transaction, and/or a restructuring transaction. As part of this engagement, B.Riley agreed to provide ongoing strategic advice. In exchange, the Debtor was to provide financial information to B.Riley as requested, and was also obligated to compensate B.Riley under the terms of the B.Riley Agreement. In addition, under the B.Riley Agreement, the Debtor agreed to indemnify B.Riley and its officers, directors, members, etc. from liability. A true and correct copy of the B. Riley Agreement is attached to the Motion as **Exhibit 2**.

7. As CEO of the Debtor, I have determined, in my business judgment, that the B.Riley Agreement is financially burdensome to the estate and is not necessary for the Debtor's operations or beneficial to the Debtor. I believe that rejection of the B.Riley Agreement is in the best interest of creditors.

I declare, under penalty of perjury of the laws of the United States of America, that the foregoing statements are true and correct to the best of information, knowledge and belief.

Executed this 10th day of February, 2023 in Las Vegas, Nevada.

/s/Christopher Andrew McAlary
Christopher Andrew McAlary